

**EXHIBIT B**

**Declaration of Lance Miller**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

LEAR CAPITAL, INC.,<sup>1</sup>

Debtor.

Chapter 11 (Subchapter V)

Case No. 22-10165 (BLS)

**DECLARATION OF LANCE MILLER IN SUPPORT  
OF APPLICATION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF PALADIN MANAGEMENT GROUP LLC  
AS FINANCIAL ADVISOR TO THE DEBTOR *NUNC PRO TUNC* TO THE  
PETITION DATE AND (II) GRANTING RELATED RELIEF**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), I, Lance Miller, declare:

1. I am a Partner of Paladin Management Group, LLC (“Paladin”), a financial advisory firm with an office located at 633 West 5th Street, 28th Floor, Los Angeles, CA 90071. I am authorized to execute this declaration (this “Declaration”) on behalf of Paladin. Paladin has been selected as proposed financial and transaction advisor to Lear Capital Inc. (“Lear” or the “Debtor”) in the above-captioned chapter 11 (Subchapter V) case (the “Chapter 11 Case”). Unless otherwise stated, all matters set forth in this Declaration are based on my personal knowledge, my review of relevant documents, information supplied to me by other professionals at Paladin, or my views, including as based upon my experience and knowledge of the Debtors’ business and financial condition. If I were called to testify, I would testify competently to the facts discussed herein.

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 7197. The Debtor’s address is 1990 S. Bundy Drive, Suite 600, Los Angeles CA 90025.

2. This Declaration is being submitted in connection with the proposed employment and retention of Paladin as financial advisor to the Debtor to perform services as set forth in the *Application for Entry of an Order (I) Authorizing the Retention and Employment of Paladin Management Group LLC as Financial Advisor to the Debtor Nunc Pro Tunc to the Petition Date, (II) Granting Related Relief*.<sup>2</sup> I submit this Declaration in compliance with sections 327, 328, and 1107(a) of the Bankruptcy Code and to provide the disclosure required under Bankruptcy Rules 2014(a), 2016, and 5002 and Rule 2014-1 of the Local Rules.

### **PALADIN'S QUALIFICATIONS**

3. Paladin is a national turnaround consulting firm that provides turnaround, business, transaction, advisory, and restructuring services over a multitude of industries and markets. Paladin and its professionals have extensive experience in providing financial advisory services to financially distressed companies, including debtors and debtors in possession, and to creditors, equity holders, asset purchasers, and other constituencies in reorganization proceedings and complex financial restructurings, both in and outside of bankruptcy court.

4. Paladin and its professionals are experts in large chapter 11 cases, with respect to financial advisory services. Paladin has been retained to provide services in connection with the restructuring of the following companies, among others, in jurisdictions around the country: *In re Calplant I Holdco, LLC*, Case No. 21-11302 (Bankr. D. Del. Nov. 18, 2021) (“Calplant”), *In re Easterday Ranches, Inc.*, 21-00141 (Bankr. E.D. Wash.); *In re MD America Energy, LLC*, 20-34966 (Bankr. S.D. Tex.); *In re PP Group, LLC, f/k/a Apex Parks Group, LLC*, 20-10910 (Bankr. D. Del.); *In re Bluestem Brands, Inc.*, 20-10566 (Bankr. D. Del.); *In re Yogaworks, Inc.*, 20-12599 (Bankr. D. Del.); *In re Anthony Levandowski*, 20-30242 (Bankr. N.D. Cal.); *In re SGR Winddown*,

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

*Inc., f/k/a Sugarfina, Inc.*, 19-11973 (Bankr. D. Del.); *In re First River Energy, LLC*, 18-50085-CAG11 (Bankr. W.D. Tex.); *In re Beaulieu Group, LLC*, Case No. 17-41677-mgd (Bankr. N.D. Ga.); *In re Quantum Fuel Systems Technologies Worldwide, Inc. d/b/a Quantum Technologies*, Case No. 8:16-BK-11202-MW (Bankr. C.D. Cal.); *In re Revel AC, Inc.*, Case No. 14-22654 (GMB) (Bankr. D.N.J).

5. The resources, capabilities, and experience of Paladin in advising the Debtor is crucial to the Debtors' chapter 11 strategy. An experienced financial advisor, such as Paladin, fulfills a critical need that complements the services offered by the Debtors' other restructuring professionals. The Debtor requires the services of a capable and experienced financial advisor such as Paladin.

6. Since its initial retention in December 2021, and in the weeks and months leading up to the Petition Date, Paladin provided financial advisory services across an array of potential paths forward for the debtor. As a result, Paladin has acquired significant knowledge of the Debtors businesses and is intimately familiar with the Debtors' financial affairs, debt structure, business operations, capital structure, key stakeholders, financing documents, and other related material information. In providing prepetition services to the Debtor, Paladin has worked closely with the Debtor's senior management and its other advisors and has familiarity with the other major stakeholders that will be involved in this case. Accordingly, Paladin has developed relevant experience and expertise regarding the Debtor that (i) makes Paladin a natural selection as the Debtor's financial and transaction advisor, and (ii) will assist Paladin in providing effective and efficient services in this case.

**NO DUPLICATION OF SERVICES**

7. Paladin believes that its services will not duplicate the services that other professionals will be providing to the Debtor in this case. Specifically, Paladin will carry out unique functions and will use reasonable efforts to coordinate with the Debtors' other retained professionals to avoid unnecessary duplication of services.

**COMPENSATION**

8. In consideration of the services to be provided by Paladin, and as more fully described in the Engagement Letter, subject to the Court's approval, the Debtor has agreed to pay Paladin an hourly amount for all time spent by Paladin and its professionals in this case. Paladin's hourly fees are based on the hours actually expended by Paladin personnel, multiplied by their applicable hourly billing rate for this engagement. Paladin's rates range from \$425 to \$795 per hour, depending on the personnel assigned to the particular task, and are subject to annual ordinary course increases.

9. Paladin believes that the fee structure is comparable to those generally charged by financial advisors of similar stature to Paladin for comparable engagements, both in and out of bankruptcy proceedings.

10. The fees summarized above and described fully in the Engagement Letter are consistent with Paladin's normal and customary billing practices for comparably sized and complex cases and transactions, both in- and out-of-court, involving the services to be provided in connection with case. Moreover, the fee is consistent with and typical of arrangements entered into by Paladin and other financial advisors in connection with the rendering of comparable services to clients such as the Debtors. Paladin and the Debtor believe that fee structure is both reasonable and market-based.

11. Other than as set forth in this Application or in the Engagement Letter, there is no proposed arrangement between the Debtor and Paladin for compensation to be paid in this case. Paladin has not shared or agreed to share any of its compensation from the Debtor with any other person, other than as permitted by section 504 of the Bankruptcy Code.

**PALADIN'S DISINTERESTEDNESS AND PAYMENTS TO PALADIN PRIOR  
TO THE PETITION DATE**

12. Paladin has provided prepetition financial and restructuring services to the Debtor. During the one-year period prior to the commencement of this case, Paladin received \$316,224.67 from the Debtor for services performed and expenses incurred prior to the Petition Date. In addition, Paladin received, and continues to hold \$173,559.33 as a retainer from the Debtor.

13. In connection with its proposed retention by the Debtor in this case, Paladin reviewed its connections the Potential Parties in Interest listed on **Schedule 1** attached hereto. To the best of my knowledge and belief, Paladin has not represented any Potential Parties in Interest in connection with matters relating to the Debtor, its estate, assets, or business within the three years prior to the date hereof and will not represent other entities which are creditors of, or have other relationships to, the Debtor in matters relating to this case.

14. To the best of my knowledge, neither Paladin nor I, nor any other employee of Paladin that will work on the Debtors' engagement, has any connection with or holds any interest adverse to the Debtors', estates or the Potential Parties in Interest, except (i) as set forth in **Schedule 2** and (ii) as otherwise set forth below:

Certain professionals presently employed by Paladin, may have been formerly employed by other financial services or other professional services firms that may be among, or may represent other parties that are among, the creditors, equity holders, or other parties-in-interest in this case. While employed by other firms, certain professionals presently employed by Paladin may have represented creditors, equity holders or other parties-in-interest in this case in connection with matters unrelated to the Debtor and this case. Paladin does not believe that any of these activities constitute interests adverse to the Debtor's estate.

15. I am not related or connected to and, based on a review of Paladin's records, no other professional of Paladin who will work on this engagement is related or connected to, any United States Bankruptcy Judge for the District of Delaware, any of the District Judges for the District of Delaware who handle bankruptcy cases, or any employee in the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee").

16. Accordingly, except as otherwise set forth herein, insofar as I have been able to ascertain, no employee of Paladin who will work on this engagement holds or represents any interest adverse to the Debtor or its estate, and I believe that Paladin is a "disinterested person" as that term is defined in Bankruptcy Code § 101(14), as modified by § 1107(b) of the Bankruptcy Code, in that Paladin and the Paladin professionals and employees who will work on the engagement:

are not creditors, equity security holders, or insiders of the Debtor;

were not, within two years before the date of filing of the Debtor's chapter 11 petition, a director, officer, or employee of the Debtor; and

do not have an interest materially adverse to the interest of the Debtor's estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the Debtor, or for any other reason.

17. It is Paladin's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, Paladin will promptly file a supplemental declaration.

*[Continued on next page]*

18. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 15, 2022

Paladin Management Group, LLC

/s/ Lance Miller

Lance Miller



**SCHEDULE 1 TO THE DECLARATION****Potential Parties in Interest**

<u>Category</u>	<u>Parties</u>
Utilities	AT&T City of Newport Beach Dial800 DialogTech Frontier Gsolutionz Intermedia J2 EFax Services Linear B Networks, Inc Olmstead Williams Communications Spectrum Time Warner Cable Tower Data TPx Communications Vast Conference Verizon Verizon Business Verizon Wireless Vonage Zoom
Banks	American Express Axos Bank Banc Of California Cardflex, Inc M&T Bank
Shippers & Warehousemen	Brinks Delaware Depository Service Co Federal Express UPS UPS Supply Chain Solutions, Inc. Wilshire Coin II LP
Insurance	Associated Insurance Industries Federal Insurance Company
Government Agency & Tax Authority	Administrative Office Alabama Public Service Commission Alabama Securities Commission Alaska Department of Law Consumer Protection Unit Arizona Attorney General's Office – CSS Arkansas Atty General Consumer Protection Division Arkansas Securities Department

Attorney General  
Attorney General  
Attorney General  
Attorney General - Consumer Division  
Attorney General Bureau of Consumer Protection  
Attorney General Consumer Fraud Unit  
Attorney General Consumer Protection Division  
Attorney General Consumer Protection Division  
Attorney General Consumer Protection Division  
Attorney General Consumer Protection Division  
Attorney General Consumer Protection Division  
Attorney General Consumer Protection Section  
Attorney General of American Samoa  
Attorney General Office of Consumer Protection  
Attorney General Office of Consumer Protection  
Atty General Consumer Protection & Antitrust Unit  
Bettina Dunn, Paralegal Specialist (3RC60)  
Bureau of Securities Office of the New Jersey  
Bureau of Securities Regulation  
Chief Financial Officer  
Comissioner  
Commodity Futures Trading Commission  
Commonwealth of Massachusetts  
Communications Director  
Consumer and Environmental Protection Division  
Consumer Div of the Office of the Atty General  
Consumer Finance Protection Bureau  
Consumer Protection Division  
Consumer Protection Division  
Corporation Commission Securities Division  
DCBS Deputy Director  
DCBS Director  
DCBS Diversity, Equity, and Inclusion Manager  
DCBS Employee Services Director  
DCBS Executive Assistant  
DCBS External Affairs Director  
DCBS Internal Auditor  
DCBS Lead Worker/Communications Officer  
DCBS Multicultural Communications Program Manager  
DCBS Senior Policy Advisor  
Delaware Attorney General  
Delaware Secretary of State  
Delaware State Treasury  
Department of Banking and Securities  
Department of Banking Securities

Department of Commerce, Community, & Economic Dev  
 Department of Consumer Affairs  
 Department of Financial Protection and Innovation  
 Department of Insurance, Securities & Banking  
 Department of Justice Division of Securities  
 Department of Law and Public Safety  
 Department of Treasury  
 Dept of Business & Industry Consumer Affairs Div  
 Dept of Financial Institutions Securities Div  
 Dept of Justice Fraud & Consumer Protection Div  
 Dept of Justice, United States Attorney's Office  
 Dept of Professional & Financial Regulation Office  
 Dept of Regulatory Agencies Div of Securities  
 Deputy Attorney General  
 Deputy Commissioner / Attorney  
 Deputy Legislative Director  
 Director of Civil Rights  
 Director of Consumer Outreach & Education  
 Examiner / Investigator  
 Examiner / Investigator  
 Federal Communications Commission  
 Fintech Examiner / Investigator  
 Florida Dept of Agriculture & Consumer Services  
 Florida Office of Financial Regulation  
 Franchise Examiner / Budget Administrator  
 Franchise Tax Board  
 Franchise Tax Board  
 Hawaii Department of Commerce & Consumer Affairs  
 Hawaii Division of Business Registration  
 Idaho Department of Finance  
 Indiana Securities Division  
 Insurance Department Securities Commission  
 Insurance Division Securities  
 Internal Revenue Service  
 Internal Revenue Service  
 Justice Department, Commonwealth of Puerto Rico  
 Legislative Director  
 Los Angeles County District Attorney's Office  
 Maine Office of Securities  
 Maryland Attorney General Division of Securities  
 Maryland Office of the Attorney General  
 Massachusetts Securities Division  
 Michigan Corporations, Securities  
 Michigan Department of Treasury  
 Minnesota Department of Commerce

Mississippi Attorney General's Office  
Missouri Attorney General's Office  
Missouri Atty General Consumer Protection Section  
Montana Department of Justice Office of  
Montana Office of the State Auditor  
Natl Assn of Attorneys General  
Nebraska Attorney General's Office  
Nebraska Atty General Consumer Protection Bureau  
Nebraska Department of Banking & Finance  
Nevada Bureau of Consumer Protection  
Nevada Secretary of State  
New Hampshire Department of Justice  
New Jersey Division of Consumer Affairs  
New York State Department of State Division of  
NYS Dept of State Division of Licensing Services  
Office of Consumer Affairs & Business Regulation  
Office of Financial Institutions Securities Div  
Office of Securities  
Office of the Attorney General  
Office of the Attorney General  
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Office of the Attorney General  
Office of the Attorney General and Reporter  
Office of the Attorney General, State of Alabama  
Office of the Attorney General, State of Alaska  
Office of the Attorney General, State of Arizona  
Office of the Attorney General, State of Arkansas  
Office of the Attorney General, State of Colorado  
Office of the Attorney General, State of Delaware  
Office of the Attorney General, State of Florida  
Office of the Attorney General, State of Georgia  
Office of the Attorney General, State of Hawaii  
Office of the Attorney General, State of Idaho  
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Office of the Attorney General, State of Indiana  
Office of the Attorney General, State of Iowa  
Office of the Attorney General, State of Kansas  
Office of the Attorney General, State of Louisiana

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Office of the Attorney General, State of Montana  
Office of the Attorney General, State of Nevada  
Office of the Attorney General, State of New York  
Office of the Attorney General, State of Ohio  
Office of the Attorney General, State of Oregon  
Office of the Attorney General, State of Texas  
Office of the Attorney General, State of Utah  
Office of the Attorney General, State of Wisconsin  
Office of the Attorney General, State of Wyoming  
Office of the Atty General, District of Columbia  
Office of the Atty General, State of California  
Office of the Atty General, State of Connecticut  
Office of the Atty General, State of Michigan  
Office of the Atty General, State of New Hampshire  
Office of the Atty General, State of New Jersey  
Office of the Atty General, State of New Mexico  
Office of the Atty General, State of North Dakota  
Office of the Atty General, State of Rhode Island  
Office of the Atty General, State of South Dakota  
Office of the Atty General, State of Washington  
Office of the Atty General, State of West Virginia  
Office of the Secretary of State Regulation  
Office of the Secretary of State Securities Dept  
Office of the United States Trustee  
Ohio Securities Commissioner  
Oklahoma Attorney General  
Oklahoma Attorney General's Office  
OKLAHOMA DEPARTMENT OF SECURITIES  
Pennsylvania Office of Attorney General  
Public Service Commissioner, Central District  
Public Service Commissioner, Northern District  
Public Service Commissioner, Southern District  
Puerto Rico Commissioner of Financial Institutions  
Puerto Rico Department of Consumer Affairs  
Rhode Island Atty General Consumer Protection Unit  
Rhode Island Department of Business Regulation  
Secretary of State  
Secretary of State  
Secretary of State - Telephonic Seller  
Secretary of State - Telephonic Seller  
Secretary of State Investor Protection  
Secretary of State Securities Division

	Securities & Exchange Commission Securities & Exchange Commission Securities and Exchange Commission Securities and Exchange Commission Securities and Exchange Commission Securities Div Wyoming Secretary of State's Office Securities Examiner / Investigator Social Security Administration South Carolina Department of Consumer Affairs South Carolina Securities Division South Dakota Dept of Labor & Regulation Division South Dakota Office of Attorney General Special Counsel to the Attorney General Supervisor, Examinations / Investigation TENNESSEE Atty General Div of Consumer Affairs TENNESSEE Department of Commerce Texas Atty General Consumer Protection Division Texas State Securities Board U S Department of Justice U S Secret Service U.S. Attorney's Office Utah Department of Commerce Utah Dept of Commerce Division of Securities Utah Division of Securities Vermont Attorney General Consumer Protection Unit Vermont Attorney General's Office Vermont Department of Financial Regulation Virginia Attorney General Consumer Protection Virginia State Corporation Commission Washington Attorney General Washington Department of Financial Institutions Washington State Dept of Financial Institutions West Virginia Attorney General West Virginia State Auditor's Office Wisconsin Attorney General Consumer Protection Wisconsin Department of Financial Institutions Wisconsin Dept of Agriculture, Trade & Consumer
Vendors	ABM Parking Services ABM Parking Services-The Trillium Admediary LLC Administrative Solutions, Inc Adthena Inc. American Express Ameritas Life Insurance Co. Avalara, Inc

Baker Tilly US, LLP  
Ben Lamiel, MCITP  
Blue Shield of California  
Brady B Advertising  
Business Consumer Alliance  
Calsavers  
Chamberlain, Hrdlicka  
Contract Center Compliance Corp  
Cosgrove Law LLC  
Covington & Burling LLP  
Curata, Inc  
Cyberactive Consulting, LLC  
DDSC  
Douglas Emmett 2007, LLC  
Douglas Emmett Realty Fund 2002, LLC  
Douglas R Slone  
Entrust  
Equity Trust  
Essential Accessibilty  
Evolve Tele-Services, Inc.  
Extreme Reach Inc  
Federal Express  
feefo  
Franchise Tax Board  
Genesis Consulting  
GreenspoonMarder  
Helium SEO  
iDiscover  
IDS  
Industry Council for Tangible Assets  
Intermedia  
Jordan-Media, LLC  
K Maree Education Services  
Konica Minolta Premier Finance  
Linear B Networks, Inc  
Marketing Insider Group LLC  
Marketing Maven Public Relations, Inc.  
Mitchell Silberberg & Knupp  
Mutual of Omaha  
NACS  
National Greens  
Netcore Cloud, Inc.  
New Creation Consulting  
New Directions IRA  
New Mexico Taxation and Revenue Dept

NEWPORT IRVINE CENTER, LLC  
NFusion Solutions, LLC  
North Am Collectibles Assoc  
Office of Finance, City of Los Angeles  
Oklahoma Attorney General's  
Opinion Corp  
Parks Coffee California, Inc  
Paychex, Inc.  
Precious Metals Retailers Association  
Quadient Leasing USA, Inc.  
Quadient, Inc  
R&B Storage, LP  
Rachel Mills  
Reveald Films, Inc  
Review Recruiters, LLC  
Secretary of State of Arkansas  
Sixfifty Technologies, LLC  
SSD Alarm  
State of Utah  
STRATA  
The Cook Law Firm  
The Printing Connection  
Time Warner Cable  
Toshiba Financial Services  
TPx Communications  
Trans Union LLC  
TrustPilot, Inc.  
Two D Productions  
Unique Plant Rentals Inc.  
UPS  
Venator  
Verizon Business  
Verizon Wireless  
WageWorks, Inc.  
WC3 Wholesale, Inc  
Wells Fargo Bank  
White & Case LLP  
William Rice



**SCHEDULE 2 TO THE DECLARATION**

**Relationships with Potential Parties in Interest**

None.